

**METRO RTA
GOVERNANCE
COMMITTEE MEETING MINUTES
ROBERT K. PFAFF TRANSIT CENTER BOARDROOM
JUNE 23, 2021
10:00 AM**

ITEM 1: CALL TO ORDER

Attendees: Gary Spring, Robert DeJournett, David Prentice, Heather Heslop Licata, Donald Christan, Renee Greene, Dawn Distler, Jarrod Hampshire, Wayne Cole (TWU), Crystal Hill (TWU)

Guests Present: Helen Carroll

Mr. Gary Spring called the meeting to order at 10:38 a.m.

ITEM 2: APPROVAL OF MINUTES FROM JANUARY MEETING

Motion to approve minutes by Ms. Renee Greene. Second by Ms. Heather Heslop Licata.

ITEM 3: DISCUSSION ITEMS

Mr. Gary Spring introduced the two topics of discussion for the meeting: Board member roles and proceedings of Rick Speelman arbitration.

There was a general discussion regarding the participation of board members in the arbitration proceedings with Mr. Speelman. The validity of subpoenas was provided to Ms. Licata and Mr. David Prentice by TWU attorneys. The committee discussed the fiduciary responsibilities of board members testifying in opposition of the best interests of METRO. Mr. Prentice stated he was subpoenaed, he testified, and he told the truth.

Both Mr. Prentice and Ms. Licata spoke to their recall of the March Board meeting regarding the use of the new onboard cameras. The meeting was replayed for the committee and the information recounted was not found on the video. Mr. Prentice and Ms. Licata conceded that the recalled discussion had not taken place at the March Board meeting, but still contended that they remembered the discussion at an in-person, open session of the Board but could not figure out when this potentially was.

Ms. Distler and Mr. Hampshire stated the information recalled by Mr. Prentice and Ms. Licata was not stated by either of them. Mr. Hampshire stated he has no authority to make such a statement. Ms. Distler spoke to the intent of the cameras

which is to protect the organization and its team members, but have always been used for disciplinary purposes when it is appropriate.

The discussing regarding valid testimonies continued, as well as whether board members should or should not be a part of such proceedings as this takes the Board into “the weeds” of the organization. Mr. Prentice stated he felt the actions of Mr. Speelman on the video were abhorrent. He also reiterated that he is sure he would never have voted for the camera procurement without assurances that they would not be used for discipline. Mr. Prentice offered to take a polygraph test. Mr. Spring told him twice that he wanted Mr. Prentice to take one and that Mr. Spring would pay for it. Mr. Robert DeJournett stated the need to escalate the conversation to the Board as a whole with Ms. Helen Carroll to update during executive session.

Mr. Spring spoke to the need to solidify the roles of board members with possible NDAs or conflict of interest statements. Mr. DeJournett also stated the need to revisit the oath/swearing in process for current/new board members.

ITEM 4: RESOLUTIONS FOR CONSIDERATION

None

ITEM 5: OTHER BUSINESS

ITEM 6: CALL FOR ADJOURNMENT

Adjourned at 12:18 p.m.